

**DECLARATION OF SETH RASMUSSEN**

I, Seth Rasmussen, declare as follows:

1. I am the Assistant Secretary of The Michaels Companies, Inc., which is named as a Defendant in the action entitled *Katharine Morling v. The Michaels Companies, Inc., et al.*, Case No. 23-cv-8240-VSB, in the U.S. District Court for the Southern District of New York. I have reviewed the Complaint and make this Declaration in connection with The Michaels Companies, Inc.'s accompanying Motion to Dismiss. The information contained in this Declaration is based on my personal knowledge, my review of reasonably available documents, prepared and/or maintained by Defendant or its affiliates in the ordinary course of business, and information provided to me by individuals responsible for, and with knowledge of, the subject matter set forth within.

2. The Michaels Companies, Inc. is a Delaware corporation, having its principal place of business located at 3939 W. John Carpenter Fwy., Irving, Texas 75063. It is the sole owner of multiple subsidiary entities involved in ultimately making various goods and services available to the general public. One of its subsidiaries, Michaels Stores, Inc., and its subsidiary, Michaels Stores Procurement Company, Inc., are also named as Defendants in the above action.

3. Michaels Stores, Inc. ("MSI") is a Delaware corporation, with its principal place of business located at 3939 W. John Carpenter Fwy., Irving, Texas. Under the banner "MICHAELS", it operates retail stores throughout North America, selling arts, crafts, wall and floral décor and accessories, among other categories.

4. Michaels Stores Procurement Company, Inc. ("MSPC"), is a Delaware corporation, with its principal place of business located at 3939 West John Carpenter Fwy., Irving, Texas. MSPC's business is the acquisition of the wide variety of products sold to the public by

MICHAELS retail stores operated by MSI, and the distribution of those products to individual MICHAELS retail stores from MSPC's various distribution facilities.

5. Paragraph 3 of the Complaint alleges "... each of [the Defendants] have conducted substantial business in [the Southern District of New York] through its [sic] executive office at 675 Avenue of the Americas, New York, NY 10010. Defendants have also advertised and sold numerous products infringing on Plaintiff's proprietary work throughout this District." As to Defendant The Michaels Companies, Inc., this allegation is incorrect."

6. The Michaels Companies, Inc. is a holding company; it is not directly involved in the business of advertising or selling products, and has never sold or advertised any products allegedly infringing the Plaintiff's work, as identified in the Complaint.

7. At all times material to the Complaint, The Michaels Companies, Inc. has never maintained an executive office at 675 Avenue of the Americas, New York, N.Y. The Michaels Companies, Inc. does not have any offices, or other regular and established places of business, in the State of New York. It has no employees in the State of New York, and does not own any property in the State of New York.

8. I am aware that MSI operates a MICHAELS retail store which is located at 675 Avenue of the Americas, New York, N.Y. Nevertheless, The Michaels Companies, Inc. and MSI are distinct corporate entities, which maintain and, at all times material, have maintained their separate status, identities and operating structures. The Michaels Companies, Inc. does not manage MSI's stores or operations or have any of its employees working at MICHAELS retail stores, including all MICHAELS retail stores located in the State of New York.

9. Similarly, The Michaels Companies, Inc. and MSPC are distinct corporate entities, which maintain and, at all times material, have maintained their separate status, identities and

operating structures. The Michaels Companies, Inc. does not manage MSPC's operations or have any of its employees working at MSPC.

10. Paragraph 6 of the Complaint alleges "Upon information and belief . . . The Michaels Companies, Inc. . . . is doing business within [the Southern District of New York]". The Michaels Companies, Inc. has not done business within the State of New York, and is not registered with the New York Department of State to do business in New York.

11. Paragraph 10 of the Complaint alleges that each of the Defendants acted as an agent for, actively participated in, or subsequently ratified and adopted, the acts or conduct of the remaining Defendants, including, with full knowledge of each and every violation of the Plaintiff's rights, and damages caused thereby. The Michaels Companies does not act as the agent for either MSI or MSPC. Those entities each have their own officers and directors, separate from The Michaels Companies, Inc., for operating their respective businesses. The Michaels Companies does not supervise or control their business operations, or participate in, nor did it ratify, the acts or conduct alleged in the Complaint. Neither MSI nor MSPC is an agent of The Michaels Companies, Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 11, 2023.

A handwritten signature in dark ink, appearing to read 'Seth Rasmussen', is written over a horizontal line.

Name: Seth Rasmussen